

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

OCEAN RIDGE CAPITAL ADVISORS, LLC, as
Litigation Trustee of THE MAS LIT'N TRUST,

Plaintiff,

v.

METROPOLITAN LIFE INSURANCE
COMPANY, THE NORTHWESTERN MUTUAL
LIFE INSURANCE COMPANY, CAPITAL
D'AMERIQUE CDPQ INC., CAISSE DE DEPOT
ET PLACEMENT DU QUEBEC, CSFB LP
HOLDING, SKOOG FAMILY INVESTMENTS.
LLC, BANCAMERICA CAPITAL INVESTORS II,
L.P., WINDWARD/PARK AB III, L.L.C.
WINDWARD CAPITAL PARTNERS L.P.,
WINDWARD CAPITAL ASSOCIATES, L.P.,
SUEZ CAPITAL PARTNERS II, L.P., INDOSUEZ
CAPITAL CO-INVEST PARTNERS, L.P. SCP II
ASSOCIATES, CREDIT SUISSE FIRST BOSTON
(USA), INC., CREDIT SUISSE FIRST BOSTON,
GOLDMAN SACHS CREDIT PARTNERS L.P.,
JEFFREY A. ANDERSON, JON F. BAKER, JOSE
R. GARCIA, ROBERT H. BARTON III, R.H.
WACASER, PETER S. MACDONALD, GARY
SWENSON, JOHN F. MAYPOLE, THOMAS
GRAHAM, DONALD A. MCKAY, HENRY A.
NICKOL, JEFFREY HODGMAN, A. KIPP
KOESTER, CRAIG VAN ESS, GURMINDER S.
BEDI, THOMAS WALKER, JACK SKOOG AND
DEAN VANEK,

1:07-cv-03213 (SAS)

Defendants.

DECLARATION OF PAUL S. HESSLER

I, Paul S. Hessler, declare as follows:

1. I am a partner of Linklaters LLP, counsel for Defendant Goldman Sachs Credit Partners L.P. ("GSCP") in this matter. I am a member of the Bar of this Court.

2. I submit this Declaration in support of Defendant GSCP's Motion to Dismiss the Complaint (the "Motion") to certify compliance with this Court's

Individual Rules and Procedures and to place before the Court a true and correct copy of plaintiff's Complaint.

3. I certify that I have conferred with the plaintiff's counsel concerning GSCP's motion to dismiss, and that I sent a pre-motion letter on August 15, 2007 to plaintiff's counsel, in accordance with the Individual Rules and Procedures of this Court, prior to the filing of the Motion.

4. Attached hereto as Exhibit A is a true and correct copy of plaintiff's Complaint, dated April 20, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 17, 2007

By: /s/ Paul S. Hessler
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Credit Partners L.P.*